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212 428-1000

RECORDATION NO. 15529-A

APR 28 1988-9 10 AM

(212) 428-1042

INTERSTATE COMMERCE COMMISSION

No. 8-1194030

APR 28 1988

Date.....

Fee \$13.00

Washington, D. C.

April 28, 1988

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Release of Bailment Agreement Dated as of April 28, 1988
Releasing and Terminating the Bailment Agreement
Filed Under Recordation No. 15529

Dear Ms. McGee:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of General Electric Company for filing and recordation counterparts of the following document:

Release of Bailment Agreement dated as of April 28, 1988, between General Electric Company and Burlington Northern Railroad Company. The Release of Bailment Agreement releases and terminates the Bailment Agreement, dated as of March 4, 1988, previously filed and recorded with the Interstate Commerce Commission on March 8, 1988, Recordation Number 15529.

The aforementioned document is enclosed. The enclosed counterparts are signed and acknowledged by each of the present parties in interest to the documents.

Please file and record the document submitted with this letter and assign it Recordation Number ~~15529-B~~

Enclosed is a check for \$13.00 payable to the Interstate Commerce Commission for the recordation fee for the Amendment.

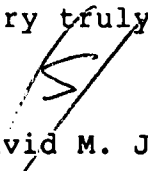
Enter in index "Full Termination"

This one
Mailed as
15529-B
15529-A

Counterpart A H. Hansen

Please stamp all counterparts of the enclosed documents with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the documents be delivered to the bearer of this letter.

Very truly yours,



David M. Jacquin

Noreta R. McGee, Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423.

Encls.

65A

APR 28 1988-9 10 AM

INTERSTATE COMMERCE COMMISSION

RELEASE OF BAILMENT AGREEMENT dated as of April 28, 1988, between GENERAL ELECTRIC COMPANY, a New York corporation ("Bailor"), and BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("Bailee").

WHEREAS Bailor and Bailee are parties to a Bailment Agreement dated as of March 4, 1988 (the "Bailment Agreement") that has been filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 8, 1988, recordation number 15529, and deposited pursuant to Section 86 of the Railway Act of Canada;

WHEREAS the railroad equipment that is the subject of the Bailment Agreement is no longer to be made available to Bailee for use in its railroad transportation service pursuant to the Bailment Agreement; and

WHEREAS Bailor and Bailee accordingly desire to enter into this Release of Bailment Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree that the rights of the Bailee in and to the railroad equipment described in Annex A hereto bearing the Road Numbers 8503, 8540 and 8567 through 8599 (both inclusive) pursuant to the Bailment Agreement, and the Bailment Agreement, are hereby released, terminated and extinguished.

IN WITNESS WHEREOF, the parties have caused this
Agreement to be executed as of the date first above written.

GENERAL ELECTRIC COMPANY,

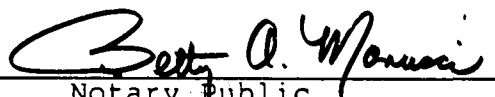
by W. L. Buttle
General Manager--
Transportation Systems
Marketing Department

BURLINGTON NORTHERN RAILROAD
COMPANY

by A. J. Thompson
Assistant Vice President,
Transportation

~~Pennsylvania~~
STATE OF ~~NEW YORK~~)
~~ERIE~~) SS.:
COUNTY OF ~~NEW YORK~~)

On this 25th day of April, 1988, before me personally appeared W. S. Butler, to me personally known, who, being by me duly sworn, says that he is the General Manager--Transportation Systems Marketing Department of GENERAL ELECTRIC COMPANY, that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

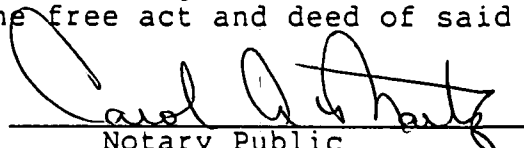
(Notarial Seal)

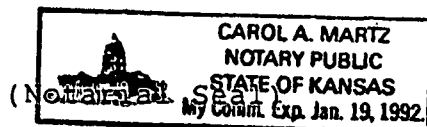
My Commission Expires

BETTY A. MANUCCI, NOTARY PUBLIC
LAWRENCE PARK TWP., ERIE COUNTY
MY COMMISSION EXPIRES JAN. 14, 1991
Member, Pennsylvania Association of Notaries

STATE OF Kansas)
COUNTY OF Johnson) SS.:

On this 28th day of April, 1988, before me personally appeared A.J. Thompson, to me personally known, who, being by me duly sworn, says that he is the Assistant Vice President, Transportation of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



My Commission Expires

ANNEX A TO RELEASE OF BAILMENT AGREEMENT

<u>Type of Equipment</u>	<u>AAR Mechanical Designation</u>	<u>Number</u>	<u>Identifying Marks</u>	<u>Road Numbers</u>
General Electric 3900 horsepower, 4-axle road freight Locomotive	B-B	35 Locomotives	Marked "LMX" in red on both sides of Locomotives	8567 through 8599 (both inclusive), 8503 and 8540